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Proposed Co-Counsel to the Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

PENN VIRGINIA CORPORATION,

Debtor.

Tax I.D. No. 23-1184320

In re:

PENN VIRGINIA HOLDING CORP.,

Debtor.

Tax I.D. No. 51-0387384

In re:

PENN VIRGINIA MC CORPORATION,

Debtor.

Tax I.D. No. 02-0650458

)
) Chapter 11
)

) Case No. 16-32395 (____)
)
)

)
) Chapter 11
)

) Case No. 16-32396 (____)
)
)

)
) Chapter 11
)

) Case No. 16-32397 (____)
)
)

)	
In re:	)	Chapter 11
)	
PENN VIRGINIA MC ENERGY L.L.C.,	)	Case No. 16-32398 (___)
)	
Debtor.)	
)	
Tax I.D. No. 02-0650462)	
)	
In re:	)	Chapter 11
)	
PENN VIRGINIA MC OPERATING	)	Case No. 16-32399 (___)
COMPANY L.L.C.,)	
)	
Debtor.)	
)	
Tax I.D. No. 02-0650466)	
)	
In re:	)	Chapter 11
)	
PENN VIRGINIA OIL & GAS	)	Case No. 16-32400 (___)
CORPORATION,)	
)	
Debtor.)	
)	
Tax I.D. No. 54-1617929)	
)	
In re:	)	Chapter 11
)	
PENN VIRGINIA OIL & GAS GP LLC,	)	Case No. 16-32401 (___)
)	
Debtor.)	
)	
Tax I.D. No. 74-3023686)	
)	
In re:	)	Chapter 11
)	
PENN VIRGINIA OIL & GAS LP LLC,	)	Case No. 16-32402 (___)
)	
Debtor.)	
)	
Tax I.D. No. 20-2768109)	

In re:)	
	)	Chapter 11
)	
PENN VIRGINIA OIL & GAS, L.P.,	)	Case No. 16-32403 (____)
)	
Debtor.)	
)	
Tax I.D. No. 76-0389487)	

**DEBTORS' MOTION FOR ENTRY OF AN
ORDER (I) DIRECTING JOINT ADMINISTRATION OF
CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Penn Virginia Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”),¹ respectfully state the following in support of this motion:

Relief Requested

1. The Debtors seek entry of an order (the “Order”), substantially in the form attached hereto as **Exhibit A**: (a) directing procedural consolidation and joint administration of these chapter 11 cases; and (b) granting related relief, including the ability to add later filed cases to these chapter 11 cases. The Debtors request that one file and one docket be maintained for all of the jointly administered cases under the case of Penn Virginia Corporation (the parent company for each of the Debtors) and that the cases be administered under a consolidated caption, as follows:

¹ A detailed description of the Debtors and their businesses, and the facts and circumstances supporting this motion and the Debtors’ chapter 11 cases, are set forth in greater detail in the *Declaration of R. Seth Bullock, Chief Restructuring Officer of Penn Virginia Corporation, in Support of Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), filed contemporaneously with the Debtors’ voluntary petitions for relief filed under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), on May 12, 2016 (the “Petition Date”).

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
	)	Chapter 11
)	
PENN VIRGINIA CORPORATION, <i>et al.</i> , ¹	)	Case No. 16-32395 (___)
)	
Debtors.	)	Jointly Administered
)	

2. The Debtors further request that this Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

3. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors other than Penn Virginia Corporation to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia directing joint administration for procedural purposes only of the chapter 11 cases of: Penn Virginia Corporation, Case No. 16-32395; Penn Virginia Holding Corp., Case No. 16-32396; Penn Virginia MC Corporation, Case No. 16-32397; Penn Virginia MC Energy L.L.C., Case No. 16-32398; Penn Virginia MC Operating Company L.L.C., Case No. 16-32399; Penn Virginia Oil & Gas Corporation, Case No. 16-32400; Penn Virginia Oil & Gas GP LLC, Case No. 16-32401; Penn Virginia Oil & Gas LP LLC, Case No. 16-32402; and Penn Virginia Oil & Gas, L.P., Case No. 16-32403. The docket in Case No. 16-32395 should be consulted for all matters affecting this case.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Penn Virginia Corporation (4320); Penn Virginia Holding Corp. (7384); Penn Virginia MC Corporation (0458); Penn Virginia MC Energy L.L.C. (0462); Penn Virginia MC Operating Company L.L.C. (0466); Penn Virginia Oil & Gas Corporation (7929); Penn Virginia Oil & Gas GP LLC (3686); Penn Virginia Oil & Gas LP LLC (8109); Penn Virginia Oil & Gas, L.P. (9487). The location of the Debtors' service address is: Four Radnor Corporate Center, Suite 200, 100 Matsonford Road, Radnor, Pennsylvania 19087.

4. Finally, the Debtors seek authority to file the monthly operating reports required by the *Operating Guidelines and Reporting Requirements of the United States Trustee for Chapter 11 Debtors in Possession and Chapter 11 Trustees*, issued by the Office of the United States Trustee for the Eastern District of Virginia (the “U.S. Trustee”), on a consolidated basis, but the Debtors shall track and break out disbursements on a debtor-by-debtor basis in each monthly operating report.

Jurisdiction and Venue

5. The United States Bankruptcy Court for the Eastern District of Virginia (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

6. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

7. The bases for the relief requested herein are section 105(a) of the Bankruptcy Code, rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 1015-1 and 9013-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Bankruptcy Rules”).

Basis for Relief

8. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015. The nine (9) Debtor entities that commenced chapter 11 cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein.

9. Further, Local Bankruptcy Rule 1015-1 provides additional authority for the Court to order joint administration of these chapter 11 cases:

In all joint petitions filed with the Court, the case will be administered through joint administration of the estates unless the trustee or other interested party files an objection to joint administration within 14 days after the meeting of creditors and gives notice of a hearing date on such objection.

Local Bankr. R. 1015-1.

10. Joint administration is generally non-controversial, and courts in this jurisdiction routinely order joint administration in cases with multiple related debtors. *See, e.g., In re Alpha Natural Res., Inc.*, No. 15-33896 (KRH) (Bankr. E.D. Va. Aug. 5, 2015) (directing joint administration of chapter 11 cases); *In re Patriot Coal Corp.*, No. 15-32450 (KLP) (Bankr. E.D. Va. May 13, 2015) (same); *In re James River Coal Co.*, No. 14-31848 (KRH) (Bankr. E.D. Va. Apr. 10, 2014) (same); *In re AMF Bowling Worldwide, Inc.*, No. 12-36495 (KRH) (Bankr. E.D. Va. Nov. 14, 2012) (same); *In re Workflow Mgmt., Inc.*, No. 10-74617 (SCS) (Bankr. E.D. Va. Oct. 1, 2010) (same).²

11. Given the integrated nature of the Debtors' operations, joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor entity. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the U.S. Trustee and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

² Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request of the Debtors' proposed counsel.

12. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this Motion seeks only administrative, not substantive, consolidation of the Debtors' estates. Parties in interest will not be harmed by the relief requested; instead, parties in interest will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. Accordingly, the Debtors submit that the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

Waiver of Memorandum of Points and Authorities

13. The Debtors respectfully request that this Court treat this Motion as a written memorandum of points and authorities or waive any requirement that this Motion be accompanied by a written memorandum of points and authorities as described in Local Bankruptcy Rule 9013-1(G).

Notice

14. The Debtors will provide notice of this motion to: (a) the Office of the United States Trustee for the Eastern District of Virginia; (b) the holders of the 50 largest unsecured claims against the Debtors (on a consolidated basis); (c) the administrative agent under the Debtors' prepetition secured credit agreement; (d) the indenture trustee under the Debtors' 7.25% senior notes due 2019; (e) the indenture trustee under the Debtors' 8.500% senior notes due 2020; (f) counsel to certain holders of the 2019 and 2020 senior notes; (g) counsel to the agent under the Debtors' debtor-in-possession credit facility; (h) co-counsel to the agent under the Debtors' debtor-in-possession credit facility; (i) the United States Attorney's Office for the Eastern District of Virginia and for the states in which the Debtors operate; (j) the Internal Revenue Service; (k) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; (l) the office of the attorneys general

for the states in which the Debtors operate; (m) the Securities and Exchange Commission; and (n) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

15. No prior request for the relief sought in this Motion has been made to this or any other court.

[Remainder of page intentionally left blank]

WHEREFORE, the Debtors respectfully request that the Court enter the Order, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Dated: May 12, 2016
Richmond, Virginia

/s/ Michael A. Condyles

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Proposed Co-Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Proposed Order

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Proposed Co-Counsel to the Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION**

In re:)	
	)	Chapter 11
)	
PENN VIRGINIA CORPORATION,	)	Case No. 16-32395 (___)
)	
Debtor.)	
)	
Tax I.D. No. 23-1184320)	
In re:)	
	)	Chapter 11
)	
PENN VIRGINIA HOLDING CORP.,	)	Case No. 16-32396 (___)
)	
Debtor.)	
)	
Tax I.D. No. 51-0387384)	
In re:)	
	)	Chapter 11
)	
PENN VIRGINIA MC CORPORATION,	)	Case No. 16-32397 (___)
)	
Debtor.)	
)	
Tax I.D. No. 02-0650458)	

)	
In re:	)	Chapter 11
)	
PENN VIRGINIA MC ENERGY L.L.C.,	)	Case No. 16-32398 (___)
)	
Debtor.)	
)	
Tax I.D. No. 02-0650462)	
)	
In re:	)	Chapter 11
)	
PENN VIRGINIA MC OPERATING	)	Case No. 16-32399 (___)
COMPANY L.L.C.,)	
)	
Debtor.)	
)	
Tax I.D. No. 02-0650466)	
)	
In re:	)	Chapter 11
)	
PENN VIRGINIA OIL & GAS	)	Case No. 16-32400 (___)
CORPORATION,)	
)	
Debtor.)	
)	
Tax I.D. No. 54-1617929)	
)	
In re:	)	Chapter 11
)	
PENN VIRGINIA OIL & GAS GP LLC,	)	Case No. 16-32401 (___)
)	
Debtor.)	
)	
Tax I.D. No. 74-3023686)	
)	
In re:	)	Chapter 11
)	
PENN VIRGINIA OIL & GAS LP LLC,	)	Case No. 16-32402 (___)
)	
Debtor.)	
)	
Tax I.D. No. 20-2768109)	

In re:)	
	)	Chapter 11
PENN VIRGINIA OIL & GAS, L.P.,)	
	)	Case No. 16-32403 (____)
Debtor.)	
)	
Tax I.D. No. 76-0389487)	

**ORDER (I) DIRECTING JOINT ADMINISTRATION OF
CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”): (a) directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only; and (b) granting related relief, including the ability to add later filed cases to these chapter 11 cases, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that this Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 16-32395 (____).
3. The caption of the jointly administered cases should read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
	)	Chapter 11
PENN VIRGINIA CORPORATION, <i>et al.</i> , ¹	)	Case No. 16-32395 (____)
)	
Debtors.	)	Jointly Administered
)	

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.
5. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Debtors other than Penn Virginia Corporation to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Eastern District of Virginia directing joint administration for procedural purposes only of the chapter 11 cases of: Penn Virginia Corporation,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Penn Virginia Corporation (4320); Penn Virginia Holding Corp. (7384); Penn Virginia MC Corporation (0458); Penn Virginia MC Energy L.L.C. (0462); Penn Virginia MC Operating Company L.L.C. (0466); Penn Virginia Oil & Gas Corporation (7929); Penn Virginia Oil & Gas GP LLC (3686); Penn Virginia Oil & Gas LP LLC (8109); Penn Virginia Oil & Gas, L.P. (9487). The location of the Debtors' service address is: Four Radnor Corporate Center, Suite 200, 100 Matsonford Road, Radnor, Pennsylvania 19087.

Case No. 16-32395; Penn Virginia Holding Corp., Case No. 16-32396; Penn Virginia MC Corporation, Case No. 16-32397; Penn Virginia MC Energy L.L.C., Case No. 16-32398; Penn Virginia MC Operating Company L.L.C., Case No. 16-32399; Penn Virginia Oil & Gas Corporation, Case No. 16-32400; Penn Virginia Oil & Gas GP LLC, Case No. 16-32401; Penn Virginia Oil & Gas LP LLC, Case No. 16-32402; and Penn Virginia Oil & Gas, L.P., Case No. 16-32403. The docket in Case No. 16-32395 should be consulted for all matters affecting this case.

6. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Eastern District of Virginia shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

7. The Debtors are authorized to file the monthly operating reports required by the *Operating Guidelines and Reporting Requirements of the United States Trustee for Chapter 11 Debtors in Possession and Chapter 11 Trustees*, issued by the Office of the United States Trustee for the Eastern District of Virginia, on a consolidated basis, but the Debtors shall track and break out disbursements on a debtor-by-debtor basis in each monthly operating report.

8. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases and this Order shall be without prejudice to the rights of the Debtors to seek entry of an Order substantively consolidating their respective cases.

9. Nothing contained in the Motion or this Order shall be deemed or construed as precluding the Debtors from causing any of their non-Debtor, wholly owned subsidiaries from commencing voluntary cases under the Bankruptcy Code.

10. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is waived.

11. Notice of the Motion as provided therein is good and sufficient notice of such Motion and the requirements of the Bankruptcy Rules and the Local Bankruptcy Rules are satisfied by such notice.

12. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

13. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Richmond, Virginia

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/ Michael A. Condyles

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Proposed Co-Counsel to the Debtors

CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Michael A. Condyles